

The British Journal of Surgery Society Limited

Company Number 01248899

SPECIAL RESOLUTION

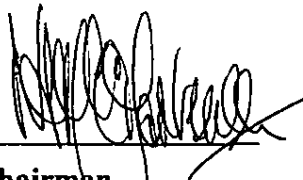
At the Annual General Meeting of The British Journal of Surgery Society Limited held on
Wednesday 13th May 2009

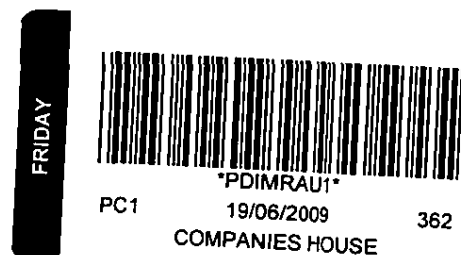
at [time]

at [address]

the following Special Resolution was passed:

“THAT the Articles of Association, a print of which is signed for identification purposes by the Chairman and attached hereto, be and are adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.”


Chairman
Date: 13.5.09



THE COMPANIES ACTS 1985, 1989 AND 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE BRITISH JOURNAL OF SURGERY SOCIETY LIMITED

INTERPRETATION

1. In these Articles:-

“the 1985 Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

“the 2006 Act” means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force.

“address” means a postal address within the United Kingdom or, for the purposes of electronic communication, a fax number, an e-mail or postal address in each case registered with the Society.

“the Articles” means these Articles of Association of the Society.

“the Byelaws” means the byelaws of the Society.

“clear days” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

“The Council” means the Council of Management of the Society to be constituted pursuant to these Articles.

“the Society” means The British Journal of Surgery Society Limited.

“the Memorandum” means the Memorandum of Association of the Society

“poll” means a vote of members effected in writing under which each member may approve or reject a proposed resolution by so indicating on a ballot paper.

“Privileged Bodies” means the Association of Surgeons of Great Britain and Ireland, the Society for Academic and Research Surgeons¹, the Swiss Surgical Society, the Scandinavian Society of Surgery, the Association of Surgeons of The Netherlands and any other body that becomes a privileged body by a special resolution of the Society.

“the seal” means the common seal of the Society if it has one.

¹ The Society for Academic and Research Surgeons was formerly known as The Surgical Research Society

“Secretary” means any person appointed to perform the duties of the secretary of the Society.

“the United Kingdom” means Great Britain and Northern Ireland.

Words importing the masculine gender only shall include the feminine gender.

The singular includes the plural and vice versa.

Unless the context otherwise requires, words or expressions contained in the Articles shall bear the same meaning as in the 1985 Act or the 2006 Act

The regulations contained in

(a) Table C of the Companies (Tables A to F) (Amendment) Regulations 1985 and made pursuant to the 1985 Act and

(b) Schedule 2 of The Companies (Model Articles) Regulations 2008 and made pursuant to the 2006 Act

shall not apply to the Society.

OBJECTS

2. The Society is established for the objects expressed in the Memorandum.

MEMBERSHIP

3. The maximum number of members with which the Society proposes to be registered is one hundred but the Council may from time to time register an increase of members.
4. Only a person who is a qualified person shall be eligible for membership of the Society.
5. A qualified person shall be a person who at the time of becoming a member of the Society is over the age of 16 and under the age of 65 who shall be either (a) a person who holds a recognised medical qualification or degree and specialises in surgery in any of its aspects or, (b) a person proposed for membership by one of the Privileged Bodies.
6. The Council may invite any qualified person to be a member of the Society.
7. Any qualified person desiring to be elected as a member of the Society shall deposit with the Secretary a form of application in such form as shall from time to time be laid down by the Council signed by him and also either by two existing members of the Society acting respectively as his sponsor and seconder or in the case of a person proposed for membership by one of the Privileged Bodies by the chairman or duly authorised officer of that Privileged Body PROVIDED THAT no Privileged Body shall propose a person for membership whilst any other member originally proposed for membership by that Privileged Body is and remains a member.
8. All applications for membership of the Society shall be considered for acceptance by the Council. No person shall be admitted as a member of the Society unless first approved by the Council who shall have full discretion without assigning any reason whether or not to admit any person to membership of the Society and in the case of any application so accepted the

Secretary shall thereupon enter the name of the applicant in the register of members of the Society and upon such entry the applicant shall become a member accordingly.

9. Any member of the Society who shall desire to retire shall give notice of such desire in writing to the Secretary who shall thereupon remove the name of such member from the list of members and such member shall thereupon cease to be a member of the Society. A member on attaining the age of 65 shall automatically be deemed to have given the Secretary due notice of his desire to retire at the later of the end of the period of five years from the start of his membership or the end of his current period of office of the Council and shall cease to be a member accordingly.
10. If a member is, or may be, suffering from mental disorder and

by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have he shall automatically be deemed to have given the Secretary due notice of his desire to retire and shall cease to be a member upon a resolution to this effect being passed by the Council.
11. No right or privilege of any member shall be in any way transferable or transmissible and all such rights and privileges shall cease upon the member ceasing to be such whether by death, retirement or otherwise.
12. The Council shall have power to determine the membership of any member of the Society (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 21 clear days after receiving notice) and, upon a resolution to this effect being passed by the Council, the Secretary shall remove the name of such member from the list of members and such member shall thereupon cease to be a member of the Society.

GENERAL MEETINGS

13. The Society shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Society and that of the next: Provided that so long as the Society holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Members of the Council shall appoint.
14. The Members of the Council may, whenever they think fit, convene a general meeting and, on the requisition of members pursuant to the provisions of section 303 of the 2006 Act. If there are not within the United Kingdom sufficient Members of the Council to call a general meeting, any Member of the Council or any two members of the Society may convene a general meeting in the same manner as nearly as possible as that in which general meetings may be convened by the Members of the Council.

NOTICE OF GENERAL MEETINGS

15. An annual general meeting and a general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice in writing. All other general meetings

shall be called by at least fourteen clear days' notice in writing but a general meeting may be called by shorter notice if it is so agreed:

1. in the case of a meeting called as the annual general meeting by all the members entitled to attend and vote; and
 2. in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being a majority together representing not less than ninety-five percent of the total voting rights at the meeting of all the members.
16. The notice shall specify the time and place of the meeting and the right of a member to appoint a proxy and, in case of special business, the general nature of the business to be transacted and in the case of an annual general meeting shall specify the meeting as such.
 17. The notice shall be given to all the members of the Society and to the Members of the Council and auditors.
 18. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

19. A person is able to exercise the right to speak and vote at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting and is able to vote, during the meeting, on resolutions put to the vote and that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
20. The Members of the Council may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
21. In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
22. All business shall be deemed special that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Members of the Council and auditors, the election of Members of the Council in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.
23. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person shall constitute a quorum.
24. If at any general meeting within half an hour from the time appointed for the meeting a quorum is not present or if during a meeting a quorum ceases to be present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day

and at such other time and place as the Members of the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

25. The chairman, if any, of the board of Members of the Council shall preside as chairman at every general meeting of the Society, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Members of the Council present shall elect one of their number to be chairman of the meeting.
26. If at any meeting no Member of the Council is willing to act as chairman or if no Member of the Council is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
27. The chairman of the meeting may permit other persons who are not members of the Society to attend and speak at a general meeting.

ADJOURNMENT OF GENERAL MEETINGS

28. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. When a meeting is adjourned for less than thirty days, reasonable notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted.

POLLS

29. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) duly demanded. Subject to the provisions of the 2006 Act, a poll may be demanded:
 - a. by the chairman; or
 - b. by at least three members having the right to vote at the meeting present in person or by proxy; or
 - c. by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
30. Unless a poll is duly demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
31. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

32. Except as provided in Article 34, if a poll is duly demanded it shall be taken in such manner as the chairman directs and he may appoint scrutineers (who need not be members) and if the chairman considers it necessary he will fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
33. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
34. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman at the meeting directs not being more than thirty days after the poll is demanded, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
35. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

WRITTEN RESOLUTIONS OF MEMBERS

36. Subject to the provisions of the 2006 Act a resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be as valid and effective as if the same had been passed at a general meeting of the Society duly convened and held provided that a copy of the proposed resolution has been sent to every eligible member and a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within a period of 28 days beginning with the circulation date. Such a resolution may consist of several documents in the same form, each signed by one or more of the members. In the case of a member that is an organisation, its authorised representative may signify its agreement.

VOTES OF MEMBERS

37. Subject to Article 33 every member shall have one vote.
38. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
39. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Society at its registered office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

40. Any organisation which is a member of the Society may by resolution of the Members of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Society, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual member of the Society.
41. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a, either under seal or under the hand of an officer or attorney duly authorised.

42. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

I/We _____, being a member/members of the above named Society, hereby appoint _____ of _____ or failing him _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the general meeting of the Society to be held on the _____ day of _____ 20____, and at any adjournment thereof.

43. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit-

I/We _____, being a member/members of the above named Society, hereby appoint _____ of _____ or failing him _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the general meting of the Society to be held on the _____ day of _____ 20____, and at any adjournment thereof.

This form is to be used * in favour of / against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

* Strike out whichever is not desired.

44. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
45. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Society at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

COUNCIL OF MANAGEMENT

46. The number of the Members of the Council and the names of the first Members of the Council shall be determined in writing by the subscribers of the memorandum of association or a majority of them who shall be deemed to have been appointed under the Articles. Future Members of the Council shall be appointed as provided subsequently in the Articles..
47. The Council of Management shall, unless otherwise determined by the Society in general meeting be subject to a maximum of 20 Members.
48. A Member of the Council must be a member of the Society.
49. Each of the Privileged Bodies shall be entitled by notice in writing to the Secretary to nominate one member of the Society originally proposed for membership of the Society by that Privileged Body as a Member of the Council and any person so nominated shall thereupon become a Member of the Council. A person so nominated shall not be subject to the provisions of Articles 56 and 57. A Privileged Body may at any time and from time to time by notice in writing to the Secretary remove from office and replace any Member of the Council so nominated by that Privileged Body. Any vacancy on the Council occurring by reason of the exercise by a Privileged Body of its power under this Article to remove from office a Member of the Council or by the retirement or removal from office (other than under the powers contained in this Article) of any Member of the Council originally nominated by a Privileged Body shall not be filled by either the Council or the Society and Articles 60, 62 and 65 shall be modified accordingly.
50. No person shall be eligible for membership of the Council if he is under 16 or over 65 and if a Member of the Council attains the age of 65 he shall be subject to the provisions of Article 9.

EXPENSES OF MEMBERS OF THE COUNCIL

51. The Members of the Council may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Members of the Council or any committee of the Members of the Council or general meetings of the Society or in connection with the discharge of their duties but shall otherwise be paid no remuneration. The reasonableness of any claims for expenses shall be determined by the chairman of the Council.

POWERS AND DUTIES OF MEMBERS OF THE COUNCIL

52. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution the business of the Society shall be managed by the Council, who

may pay all expenses incurred in promoting and registering the Society, and may exercise all the powers of the Society. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Council by the Articles and a meeting of the Council at which a quorum is present may exercise all the powers exercisable by the Council.

53. In addition to all powers expressly conferred upon them and without detracting from the generality of their powers under the Articles the Council shall have the following powers, namely:
1. to expend the funds of the Society in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Society such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Society;
 2. to enter into contracts on behalf of the Society.
54. The Members of the Council may from time to time and at any time by power of attorney appoint any Society, firm or person or body of persons, whether nominated directly or indirectly by the Members of the Council, to be the attorney or attorneys of the Society for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Members of the Council under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Members of the Council may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
55. The Members of the Council may exercise all the powers of the Society to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Society or of any third party.

APPOINTMENT AND RETIREMENT OF MEMBERS OF THE COUNCIL

56. At the first annual general meeting of the Society all the Members of the Council shall retire from office, and at the annual general meeting in every subsequent year one-third of the Members of the Council for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
57. The Members of the Council to retire by rotation in every year shall be those who have been longest in office since their last election, but as between persons who became Members of the Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
58. Subject to the provisions of Articles 50 and 72 and of any Byelaws made by the Society from time to time a retiring Member of the Council shall be eligible for re-election.
59. The Society at the meeting at which a Member of the Council retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Member of the

Council shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Member of the Council shall have been put to the meeting and lost.

60. No person other than a Member of the Council retiring at the meeting shall unless recommended by the Members of the Council be eligible for election to the office of Member of the Council at any general meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Society notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election stating the particulars which would, if he were so elected, to be required to be included in the Society's register of Members of the Council, together with a notice in writing signed by that person of his willingness to be elected.
61. Subject to Article 47 the Society may from time to time by ordinary resolution appoint a person who is willing to act to be a Member of the Council either to fill a vacancy or as an additional Member of Council, and may also determine the rotation in which any additional Members of Council are to retire.
62. The Members of the Council shall have power at any time, and from time to time, to appoint any person to be a Member of the Council, either to fill a casual vacancy or as an addition to the existing Members of the Council, but so that the total number of Members of the Council shall not at any time exceed the number fixed in accordance with the Articles. Any Member of the Council so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Members of the Council who are to retire by rotation at such meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
63. Notwithstanding the provisions of Articles 5, 9 and 50, the Members of the Council shall have the power to appoint any person to be a Member of the Society and a Member of the Council provided that such person shall hold office only until the next annual general meeting at which point his membership of both the Society and the Council shall terminate and he shall not be eligible for re-appointment.
64. The Society may by ordinary resolution, of which special notice has been given in accordance with section 168 of the 2006 Act, remove any Member of the Council before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Society and such Member of the Council. Such removal shall be without prejudice to any claim such Member of the Council may have for damages for breach of any contract of service between him and the Society.
65. The Society may by ordinary resolution appoint another person in place of a Member of the Council removed from office under the immediately preceding article. Without prejudice to the powers of the Members of the Council under Article 62 the Society in general meeting may appoint any person to be a Member of the Council either to fill a casual vacancy or as an additional Member of the Council. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Member of the Council on the day on which the Member of the Council in whose place he is appointed was last elected a Member of the Council.

CONFLICTS AND INTERESTS OF MEMBERS OF THE COUNCIL

66. Except to the extent permitted by Clause 4 of the Memorandum and by the provisions of these Articles, no Member of the Council may:

- a. buy any goods or services from the Society;
- b. sell goods, services, or any interest in land to the Society;
- c. be employed by, or receive any remuneration from the Society;
- d. receive any other financial benefit from the Society;

unless:

- i. the payment is permitted by Article 67 of these Articles, does not exceed an amount that is reasonable in all the circumstances, and does not result in a majority of the Members of the Council having received a financial benefit from the Society; or
- ii. the Members of the Council obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.

67. a. i. A Member of the Council may receive a benefit from the Society in the capacity of a beneficiary of the Society.

ii. A Member of the Council may enter into a contract for the supply of goods or services to the Society where that is permitted in accordance with, and subject to the conditions in, section 73A Charities Act 1993.

iii. A Member of the Council may receive interest on money lent to the Society at a reasonable and proper rate which must be no greater than the base clearing bank to be selected by the Members of the Council.

iv. A company of which a Member of the Council is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Member of the Council holds no more than 1% of the issued capital of that company.

v. A Member of the Council may receive rent for premises let by the Member of the Council to the Society if the amount of the rent and the other terms of the lease are reasonable and proper and provided that such a Member of the Council shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

vi. The Members of the Council may arrange for the purchase, out of the funds of the Society, of insurance designed to indemnify the Members of the Council in accordance with the terms of, and subject to the conditions in, section 73F of the Charities Act 1993.

b. The employment or remuneration of a Member of the Council includes the engagement or remuneration of any firm or company in which the Member of the Council is: (i) a partner; (ii) an employee; (iii) a consultant; (iv) a director; or (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Member of the Council holds less than 1% of the issued share capital.

68. In Articles 66 and 67 "Society" shall include any company in which the Society holds more than 50% of the shares; or controls more than 50% of the voting rights; or has the right to appoint or more directors to the Board of the company and "Member of the Council" shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Member of the Council or any person living with the Member of the Council as his or her partner.

69. If a conflict of interests arises for a Member of the Council because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision of the Memorandum or Articles of Association of the Society, the unconflicted Members of the Council may authorise such a conflict of interests where the following conditions apply:

- a. the conflicted Member of the Council is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- b. the conflicted Member of the Council does not vote on any such matter and is not to be counted when considering whether a quorum of Members of the Council is present at the meeting;
- c. the unconflicted Members of the Council consider it is in the best interests of the Society to authorise the conflict of interest in the circumstances applying.

70. A Member of the Council must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared. A Member of the Council must absent himself from any discussions of the Council in which it is possible that a conflict will arise between his duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest).

71. A Member of the Council shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

72. A Member of the Council shall cease to hold office if he:

1. without the consent of the Society in general meeting holds any office of profit under the Society; or
2. becomes bankrupt, insolvent or makes any arrangement or composition with his creditors; or
3. ceases to be a Member of the Council by virtue of any provision in the 1985 Act or the 2006 Act or of the Articles or is disqualified from acting as a Member of the Council by virtue of section 72 of the Charities Act 1993 (or any statutory modification or re-enactment thereof for the time being in force); or
4. becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs; or
5. resigns his office by notice in writing to the Society; or
6. is absent without the permission of the Council from all their meetings held within a period of six months and the Council resolves that his office be vacated; or
7. is the subject of a custodial sentence imposed by a court in the United Kingdom in respect of any criminal act or omission unless the Council determines otherwise; or
8. is a Member of the Council by virtue of his membership of a Privileged Body and

such membership ceases; or

9. ceases to be a member of the Society.

PROCEEDINGS OF THE COUNCIL

73. Subject to the provisions of the Articles the Members of the Council may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A Member of the Council may, and the Secretary on the requisition of a Member of the Council shall, at any time call a meeting of the Members of the Council. It shall not be necessary to give notice of a meeting of Members of the Council to any Member of the Council for the time being absent from the United Kingdom.
74. The quorum necessary for the transaction of the business of the Members of the Council may be fixed by the Members of the Council, but shall not be less than one-third of their number or two Members of the Council, whichever is the greater.
75. The Members of the Council may act notwithstanding any vacancy in their number, but, if their number is reduced below the number fixed by or pursuant to the Articles of the Society as the quorum, the continuing Members of the Council or Member of the Council may act only for the purpose of increasing the number of Members of the Council to that number, or of calling a general meeting of the Society.

CHAIRMAN

76. The Members of the Council may elect a chairman of their meetings in accordance with the rules in Article 77 and determine the period for which he is to hold office. Unless he is unwilling to do so, the Member of the Council so appointed shall preside at every meeting of the Council at which he is present; but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Members of the Council present may choose one of their number to be chairman of the meeting.
77. The Chairman of the Council shall be elected in accordance with the following rules
 1. Persons nominated for Chairman of the Council shall be members or former members of the Society who have consented to such nomination and to act as Chairman of the Council if duly elected
 - 2
 3. If at the time of his election the Chairman of the Council is not a member of the Society he shall be deemed to become a member upon election
 - 4
 5. If at the time of his election the Chairman of the Council is not a Member of the Council he shall become a Member of the Council upon election
 - 6
 7. Nominations for the position of Chairman of the Council and statements in support of

any such nomination shall be made in writing by the members to the Secretary and shall take the form of statement of no more than 150 words and shall consist of factual information about the candidate. The Secretary shall read out this statement before any ballot is taken at the meeting at which the election of the Chairman of the Council takes place

8

9. If the meeting of the Council at which the ballot takes place is adjourned before the ballot takes place the Secretary shall not be required to read out any statements already read out at the adjourned meeting

10

11. The periods for making Nominations, statements of support and giving notice of the candidates shall be as the Council may from time to time determine

12

13. Voting for the election of a Chairman of the Council shall be by a ballot of the Members of the Council and shall take place at such meeting of the Council as it may determine

14

15. Each Member of the Council shall have a Single Transferable Vote which shall be cast by ballot at such meeting of the Council as the Council shall determine

16

17. The results of the ballot shall be announced by the Secretary on the day of the election in such a way as the Council may from time to time determine

18

19. For the purposes of this Article "Single Transferable Vote" means the system of voting in which voters list the candidates in order of preference. Any candidate achieving a predetermined proportion of the votes is elected. If no candidate achieves the predetermined proportion of the votes those cast for the bottom candidate are redistributed according to the stated preferences. Redistribution continues until the predetermined proportion of the votes is achieved

COMMITTEES

78. The Members of the Council may delegate any of their powers to one or more sub-committees consisting of such member or members of their body as they think fit: any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Members of the Council.

79. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members of the Council present, and in the case of an equality of votes the chairman shall have a second or casting vote.

VALIDITY OF ACTS OF MEMBERS OF THE COUNCIL

80. All acts done by any meeting of the Members of the Council or of a committee of Members of the Council shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Member of the Council, or that they or any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified to be a Member of the Council and had continued to be a Member of the Council and had been entitled to vote.

WRITTEN RESOLUTIONS OF THE COUNCIL

81. A resolution in writing, signed by all the Members of the Council for the time being entitled to receive notice of a meeting of the Members of the Council, shall be as valid and effective as if it had been passed at a meeting of the Members of the Council or (as the case may be) a committee of Members of the Council duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Members of the Council.

BANKING

82. Any bank account in which any part of the assets of the Society is deposited shall be operated by the Council and shall indicate the name of the Society. All cheques and orders for the payment of money from such account in excess of £1,000 or such other sum as the Council may from time to time agree or made payable to a Member of the Council shall be signed by at least two Members of the Council.

SECRETARY

83. The Secretary shall be appointed by the Members of the Council at an annual general meeting of the Society at such remuneration if not a Member of the Council and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
84. A provision of the Act or the Articles requiring or authorising a thing to be done by or to a Member of the Council and the Secretary shall not be satisfied by its being done by or to the same person acting both as Member of the Council and as, or in place of, the Secretary.

MINUTES

85. The Members of the Council shall cause minutes to be made in books provided for the purpose -
1. of all appointments of officers made by the Members of the Council;
 2. of the names of the Members of the Council present at each meeting of the Members of the Council and of any committee of the Members of the Council;
 3. of all resolutions and proceedings at all meetings of the Society, and of the Members of the Council, and of committees of Members of the Council.

THE SEAL

86. The Members of the Council shall provide for the safe custody of the seal, if any, which shall only be used by the authority of the Members of the Council or of a committee of the Members of the Council authorised by the Members of the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Member of the Council and shall be countersigned by the Secretary or by a second Member of the Council or by some other person appointed by the Members of the Council for the purpose.

RECORDS AND ACCOUNTS

87. The Members of the Council must comply with the requirements of the 1985 Act and the 2006 Act and of the Charities Act 1993 (or any statutory modifications or re-enactments

thereof for the time being in force) as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

1. annual reports;
2. annual returns; and
3. annual statements of account.

88. The Members of the Council must keep proper records of:

1. all proceedings at general meetings;
2. all proceedings at meetings of the Council;
3. all reports of committees; and
4. all professional advice obtained.

89. Accounting records relating to the Charity must be made available for inspection by any Member of the Council at any reasonable time during normal office hours and may be made available for inspection by members who are not Members of the Council if the Council so decides.

90. A copy of the Society's latest available statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the Society's reasonable costs, within two months.

91. Members of the Council must ensure that the Society keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Members of the Council

WINDING UP

92. The Society shall be wound-up voluntarily whenever a special resolution is passed requiring the Society to be so wound-up. Clause 7 of the Memorandum of Association of the Society shall have effect as if the provisions thereof were repeated herein.

NOTICES

93. Any notice to be given to or by any person pursuant to the articles must be in writing or must be given using electronic communications.

94. A notice may be given by the Society to any member either:

- a. personally; or
- b. by sending it by post in a prepaid envelope addressed to the member at his address; or
- c. by leaving it at the address of the member; or
- d. by giving it using electronic communications to the member's address.

95. A member who does not register an address with the Society or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Society.
96. A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it was called.
97. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same was posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
98. In the case of an electronic communication proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given and such a notice shall be deemed to have been received by the addressee 48 hours after it was sent.
99. Notice of every general meeting shall be given in any manner hereinbefore authorised to -
- a. every member except those members who having no registered address within the United Kingdom have not supplied to the Society an address for the giving of notices to them;
 - b. every person being a legal personal representative of a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
 - c. the auditor for the time being of the Society.

No other person shall be entitled to receive notices of general meetings.

INDEMNITY

100. The Society may indemnify any Member of the Council against any liability incurred by him in that capacity, to the extent permitted by sections 232 to 234 of the 2006 Act.

BYELAWS

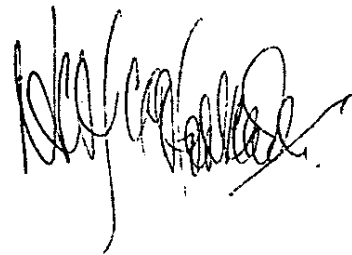
101. The Society may from time to time by ordinary resolution make such Byelaws as it may deem necessary or convenient for the proper conduct and management of the Society, including but not limited to:

1

- 2 a. the admission and classification of members of the Society, their conditions of membership, their rights, privileges, duties and responsibilities and the entrance fees, subscriptions and other payments to be made by them;
- 3
- 4 b. the procedures relating to general meetings, Council meetings and Committee meetings in so far as such procedures are not regulated by the Act or these Articles;

- c. the conduct of members of the Society in relation to one another, and to the Society's employees and volunteers;
- d. the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes; and
- e. generally, all such matters as are commonly the subject matter of company rules.

102. The Society in general meeting shall have power by ordinary resolution to alter, add to or repeal the Byelaws, and the Council shall adopt such means as it deems sufficient to bring to the notice of members of the Society all such Byelaws, which so long as they shall be in force, shall be binding on all Members of the Society, provided nevertheless that no Byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

A handwritten signature in black ink, appearing to be 'R. J. [unclear]', written in a cursive style.